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August 31, 2004

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

Re: *WC04-293- Application of Looking Glass Networks, Inc. and Looking Glass Networks of Virginia, Inc. for Domestic Section 214 Authority to Transfer Control of Authorized Domestic Interstate Carriers*

Dear Ms. Dortch:

Looking Glass Networks, Inc. ("LGN") and Looking Glass Networks of Virginia, Inc. ("LGN of Virginia") (collectively, "Applicants") hereby seek to amend their Application filed with the Commission on July 9, 2004 in Docket No. WC04-293 with the following information concerning entities affiliated with the Applicants. In addition, the Applicants request that the Commission designate the Application for streamlined treatment for the reasons described below.

Information about the entities affiliated with the Applicants was obtained through a review of public records and filings and has been compiled to the best of Applicants' ability. To the extent that the Applicants learn of additional affiliates, they will file a supplement the pending application. The information obtained includes the following:

JP MORGAN Chase & Company, which will hold an indirect interest of approximately 14% of the Applicants, has a 10% or more indirect interest in Teligent, Inc. ("Teligent"), an authorized provider of interexchange telecommunications services. As such Teligent will be an affiliate of the Applicants under the definition of "affiliate" contained in Section 3(1) of the Communications Act.

Barclays Bank PLC, which will hold an indirect interest of approximately 10% of the Applicants, has a 10% or more indirect interest in Teligent, ARCOS-1 USA, Inc. ("ARCOS-1"), holds a submarine cable landing license granted by the FCC, and SES Americom, Inc. ("SES Americom"), an authorized provider of satellite services. As such Teligent, ARCOS-1, and SES Americom will be affiliates of the Applicants under the definition of "affiliate" contained in Section 3(1) of the Communications Act.

Credit Suisse First Boston LLC, which will hold an indirect interest of approximately 14% of the Applicants, has a 10% or more indirect interest in Arch Communications Group, Inc. ("Arch Communications"), an authorized provider of paging service. As such Arch Communications will be an affiliate of the Applicants under the definition of "affiliate" contained in Section 3(1) of the Communications Act.

Citicorp USA Inc., which will hold an indirect interest of approximately 14% of the Applicants, has a 14% or more indirect interest in Valor Telecommunications, LLC ("Valor"), an authorized incumbent local and long distance telecommunications provider. As such, Valor will be an affiliate of the Applicants under the definition of "affiliate" contained in Section 3(1) of the Communications Act.

Merrill Lynch Capital Corporation, which will hold an indirect interest of approximately 10% of the Applicants, has a 10% or more indirect interest in Impsat USA, Inc. ("Impsat USA"), an authorized provider of interexchange telecommunications and satellite services. As such Impsat USA would be an affiliate of the Applicants under the definition of "affiliate" contained in Section 3(1) of the Communications Act.

Applicants request that, while the Application may not qualify for presumptive streamlined treatment, the Commission should still designate the Application as eligible for streamlined treatment under its authority to do so on a case-by-case basis. In support of this request, Applicants point out that the Applicants, their affiliates, and their combination do not hold significant market power in the provision of any telecommunications service. Valor, the only known affiliate that provides incumbent local exchange service, operates only in rural communities in New Mexico, Oklahoma, Texas, and Arkansas. Applicants have no operations in those areas. In addition, while the Applicants have "affiliates" as defined by Section 3(1) of the Communications Act due to shared non-majority, indirect ownership interests, the Applicants and its affiliates have separate and independent management teams and will conduct business (if any) at arms length with each other. If the Commission determines that streamlined treatment is not appropriate, the Applicants request that the Commission proceed with its analysis of the Application on a non-streamlined basis as soon as possible.

Ms. Marlene H. Dortch, Secretary

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Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Brian McDermott". The signature is fluid and cursive, with the first name "Brian" and last name "McDermott" clearly distinguishable.

Catherine Wang
Brian McDermott

Counsel for Applicants

Enclosures